

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D. C. 20005-4006

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RECORDATION NO.

7859-B

FILED 1425

June 21, 1990

JUN 21 1990 -12 40 PM

INTERSTATE COMMERCE COMMISSION

0-172A008

JUN 21 12 37 PM '90
OPERATING UNIT

The Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary McGee:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are an original and one counterpart of Instrument of Satisfaction and Release, dated as of April 1, 1990, by and among First Bank National Association (successor in interest to First National Bank of Minneapolis), as Agent (hereinafter "Agent"), United States Trust Company of New York, as Trustee (hereinafter "Trustee") under a Trust Agreement, dated as of February 1, 1975 with General Electric Capital Corporation (formerly known as General Electric Credit Corporation) and United Missouri Banc Leasing Corp., as owners, and Missouri Pacific Railroad Company, as Lessee ("Lessee"). This Instrument of Satisfaction and Release, a secondary document, relates to (1) Conditional Sale Agreement among General Motors Corporation (Electro-Motive Division) (hereinafter "Builder"), Lessee and Trustee, dated as of February 1, 1975, recorded under Recordation No. 7859 on March 13, 1975, and (2) Agreement and Assignment between Builder and Agent, dated as of February 1, 1975, recorded under Recordation No. 7859-A on March 13, 1975.

It is my understanding that the recordation numbers to be assigned to this new document, as described in the proceeding paragraph, is: 7859-B.

The names and addresses of the parties to the enclosed Instrument of Satisfaction and Release are as follows:

TRUSTEE:

United States Trust Company of New York
114 West 47th Street
15th Floor
New York, New York, 10036-1532

Admitted to the bar

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LESSEE: Missouri Pacific Railroad Company
1414 Dodge Street
Omaha, Nebraska 68179

AGENT: First Bank National Association
Attn: Corporate Trust Dept.
120 South 6th Street
Minneapolis, Minnesota 55480

A general description of the railroad equipment covered by the enclosed document is attached hereto as Schedule I.

Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereof.

Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

A short summary of the document to appear in the index follows:

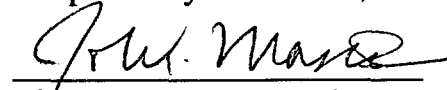
SECONDARY DOCUMENT

Instrument of Satisfaction and Release, dated as of April 1, 1990, relating to (1) Conditional Sale Agreement, dated as of February 1, 1975, recorded under Recordation No. 7859, among General Motors Corporation (Electro-Motive Division) ("Builder"), Missouri Pacific Railroad Company ("Lessee") and United States Trust Company of New York, as Trustee ("Trustee"), and (2) Agreement and Assignment, dated as of February 1, 1975, recorded under Recordation No. 7859-A, between Builder and First Bank National Association, as Agent, relating to thirty eight (38) SD-40-2 3000 H.P. General Motors Diesel-Electric Locomotives bearing Lessee's identification marks "MP" and road numbers 3164 through 3201, both inclusive.

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Respectfully submitted,

By:



JOHN K. MASER III
Attorney-In-Fact

004/FS
Enclosures
286-6

Schedule I

Description of Railroad Equipment

<u>Type</u>	<u>Quantity</u>	<u>Lessee's Identifying Marks and Numbers</u>
SD-40-2 3000 H.P. General Motors Diesel- Electric Locomotives	38	MP 3164 through MP 3201 both inclusive

Interstate Commerce Commission

Washington, D.C. 20423

6/21/90


OFFICE OF THE SECRETARY

John K. Maser III
Donelan, Cleary, Wood & Maser
1275 K St. N.W.
Washington D.C. 20005-4006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/21/90 at 12:40pm and assigned recordation number(s). 7859-B & 7860-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

INSTRUMENT OF SATISFACTION AND RELEASE dated as of April 1, 1990 by and among FIRST BANK NATIONAL ASSOCIATION (the successor in interest to First National Bank of Minneapolis), as Agent (the "Agent"), UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the "Trustee") under a Trust Agreement dated as of February 1, 1975, with General Electric Capital Corporation (formerly known as General Electric Credit Corporation) and United Missouri Banc Leasing Corp., as Owners, and Missouri Pacific Railroad Company, as Lessee (the "Lessee").

WITNESSETH:

WHEREAS, the Agent, the Trustee and the Lessee hereto entered into a Conditional Sale Agreement (the "Conditional Sale Agreement") dated as of February 1, 1975;

WHEREAS, the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on March 13, 1975, and assigned Recordation No. 7859;

WHEREAS, the Trustee and the Lessee entered into a Lease of Railroad Equipment (the "Lease") dated as of February 1, 1975, covering the equipment described in Schedule A thereto (the "Equipment");

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission on March 13, 1975 and assigned Recordation No. 7860;

WHEREAS, the Trustee and the Agent entered into an Assignment of Lease and Agreement (the "Assignment") dated as of February 1, 1975;

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission on March 13, 1975, and assigned Recordation No. 7860-A;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the Conditional Sale Agreement, the Lease and the Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the Conditional Sale Agreement, the Lease and the Assignment, except for any covenants or obligations which by their express terms survive the termination and release of the Conditional Sale Agreement, the Lease, or the Assignment.

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

This Instrument shall be executed in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

LAW DEPT. C.D.
MISSOURI PACIFIC
KANSAS

RECORDATION NO. 7859-B
JUN 21 1990 - 12 40 PM
INTERSTATE COMMERCE COMMISSION

IN WITNESS WHEREOF, the Agent, the Trustee and the Lessee have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

FIRST BANK NATIONAL ASSOCIATION,
as Agent

ATTEST:

W. H. Deas
Corporate Trust Officer

By: Jediktur
Vice President

UNITED STATES TRUST COMPANY OF
NEW YORK, as Trustee

ATTEST:

Miesniewski
Assistant Secretary

By: W. H. Deas
Assistant Vice President

MISSOURI PACIFIC RAILROAD COMPANY

ATTEST:

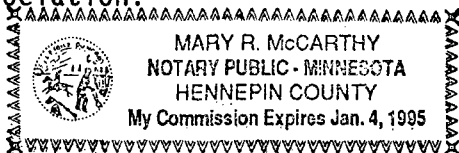
C. W. Saylor
Assistant Secretary

By: James V. Deas
Vice President

AMANO
UNION PACIFIC
LAW DEPT. C. D.

STATE OF MINNESOTA)
) SS.:
COUNTY OF HENNEPIN)

On this 31st day of May, 1990, before me personally appeared Judith T. Curtis, to me personally known, who, being by me duly sworn, says that (s)he is a Vice President of First Bank National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said national association, that said instrument was signed and sealed on behalf of said national association by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.



Mary R. McCarthy
Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

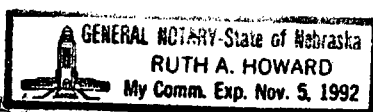
On this 15th day of June, 1990, before me personally appeared Louis P. Young, to me personally known, who, being by me duly sworn, says that (s)he is an Assistant Vice President of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.

Christine C. Collins
Notary Public

CHRISTINE C. COLLINS
NOTARY PUBLIC, State of New York
No. 03-4624735
Qualified in Bronx County
Commission Expires March 30, 1992

STATE OF NEBRASKA)
) SS.:
COUNTY OF DOUGLAS)

On this 31st day of May, 1990, before me personally appeared J.V. Dolan, to me personally known, who, being by me duly sworn, says that (s)he is a Vice President of Missouri Pacific Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said company.



Ruth A. Howard
Notary Public

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